

## **IC 27-1-10**

### **Chapter 10. Voluntary Dissolution**

#### **IC 27-1-10-1**

##### **Surrender of certificate of incorporation; time; procedure**

Sec. 1. With the approval in writing of the department, the incorporators named in the articles of incorporation of any corporation organized under the provisions of this article may surrender the certificate of incorporation and all of the corporate rights and franchises of the corporation at any time within one (1) year from the date of the issuance of the certificate and before the issuance of any of the shares of capital stock of the corporation and before the beginning by it of the business for which it was formed, by presenting to the secretary of state at his office, accompanied by the fees prescribed by law, a certificate in triplicate, signed and verified by the joint and several oaths of a majority of the incorporators in the form prescribed by the secretary of state, showing that no shares of the capital stock of the corporation have been issued and that the amount, if any, actually paid in on the shares, less any part thereof disbursed for necessary expenses, had been returned to those entitled thereto, that such business has not been begun, that no debts remain unpaid, and that they surrender all rights and franchises.

*(Formerly: Acts 1935, c.162, s.131.) As amended by P.L.252-1985, SEC.47.*

#### **IC 27-1-10-2**

##### **Submission of question of dissolution; vote of shareholders, members, or policyholders**

Sec. 2. Any corporation organized under the provisions of this article may liquidate its affairs and dissolve in the following manner:

(1) Whenever the board of directors by a resolution adopted by a majority vote of the members of such board shall deem it advisable to submit the question of dissolution, or whenever the board of directors shall be required in writing by the holders of a majority of the outstanding shares of capital stock, if a stock company, or a majority of the members or policyholders, if other than a stock company, to submit the question of dissolution, the board of directors shall submit the question of dissolving the company to a vote of the shareholders, members, or policyholders of a company entitled to vote in respect thereof at such meeting thereof as may be designated in such request, or, in the absence of such request or of such designation, in such resolution, the designated meeting may be an annual meeting of shareholders, members or policyholders, entitled to vote in respect thereof. If the designated meeting is an annual meeting, notice of the submission of the question of dissolution shall be included in the notice of such annual meeting. If the designated meeting is a special meeting of the shareholders, members, or policyholders entitled to vote in respect thereof, such special meeting shall be called by the board of directors, and notice of such meeting

shall be given at the time and in the manner as provided in IC 27-1-7-7.

(2) The question of dissolving the corporation shall be submitted to a vote of the shareholders, members, or policyholders entitled to vote in respect thereof at the meeting designated as provided in this section, and the dissolution shall be authorized upon receiving the affirmative votes of the holders of two-thirds (2/3) of the outstanding shares entitled to vote in respect thereof, if a stock company, or not less than two-thirds (2/3) of the members or policyholders entitled to vote, if other than a stock company. The shareholders, members, or policyholders of a corporation entitled to vote in respect to dissolution of the corporation shall be the shareholders entitled to vote under IC 27-1-7-8 and the members or policyholders entitled to vote under IC 27-1-7-9.

*(Formerly: Acts 1935, c.162, s.132.) As amended by P.L.252-1985, SEC.48.*

### **IC 27-1-10-3**

#### **Reinsurance of noncancellable policies**

Sec. 3. Nothing contained in this article shall authorize or be construed to authorize the dissolution of any life insurance company or health and accident insurance company having noncancellable policies in force, after the same shall have commenced business, unless and until all of its policies shall have been reinsured, to the satisfaction of the commissioner, in a solvent life insurance company or health and accident insurance company respectively.

*(Formerly: Acts 1935, c.162, s.133.) As amended by P.L.252-1985, SEC.49.*

### **IC 27-1-10-4**

#### **Publication of notice of dissolution; payment of debts and liabilities; distribution of remaining assets; disposal of unclaimed distributive shares**

Sec. 4. Upon authorization of the dissolution, the board of directors shall then proceed to:

(a) Cause a notice that the corporation is about to be dissolved to be published at least once in a newspaper of general circulation, printed and published in the English language, in the county in which the principal office of the corporation is located, and at least once in a newspaper of general circulation, printed and published in the English language in the city of Indianapolis, Marion County, Indiana, and to be mailed to each creditor of the corporation;

(b) Collect all of the corporate assets;

(c) Pay and discharge all of the corporate debts and liabilities; and

(d) After the expiration of a period of thirty (30) days following the publication and mailing of said notice, distribute the remaining corporate assets and property among the shareholders, members or policyholders according to their respective interests.

In case the holders of shares or policies are unknown or shall fail or refuse to accept their distributive shares in such property and

assets, or are under any disability, or can not be found, after diligent inquiry or in case the ownership of any shares or policies is in dispute, the board of directors shall deposit the distributive portions of such shares of stock or policies with the clerk of the circuit court in the county in which the principal office is located for the use and benefit of those who may be lawfully entitled thereto, and such deposit shall have the same force and effect as if payment had been made directly to and accepted by the persons lawfully entitled thereto. Such distributive shares shall be paid over by such clerk to such shareholders or policyholders, respectively, or to the lawful owner of the shares or policies, the ownership of which has been in dispute, or to their respective legal representatives, upon satisfactory proof being made to such clerk of their respective rights thereto.  
(Formerly: Acts 1935, c.162, s.134.)

### **IC 27-1-10-5**

#### **Articles of dissolution; contents; executions; approval**

Sec. 5. The corporation shall then execute and file, in the manner provided in this chapter, articles of dissolution, setting forth the following:

- (a) The name of the corporation.
- (b) The place where its principal office is located.
- (c) The date of the meeting of the shareholders, members, or policyholders at which the dissolution was authorized and a copy of the notice of such meeting.
- (d) A copy of the resolution of the shareholders, members, or policyholders authorizing the dissolution.
- (e) The manner of its adoption and the vote by which it was adopted.
- (f) A copy of the notice published and mailed as provided in this chapter.
- (g) The names and addresses of the then existing directors and officers of the corporation.
- (h) A complete itemized list of all the corporate debts and liabilities of the corporation existing at the time of the adoption of such resolution and thereafter incurred, and the date and manner of payment of each such debt and liability.
- (i) A complete itemized list of all the corporate assets and property distributed to its shareholders, members, or policyholders, the name of each such shareholder, member, or policyholder, the amount distributed to each, and the date of distribution.

The articles of dissolution shall be executed in triplicate originals, in the form prescribed by the department, and signed by the president or a vice president and the secretary or an assistant secretary of the corporation, and verified by the oaths of the officers signing the same, and shall be presented in triplicate originals to the department at its office accompanied by the proof of publication of the notice required by section 4 of this chapter. The department is hereby authorized, in its discretion, to approve or disapprove the articles of

dissolution and proof of publication. If the department shall approve the articles of dissolution and proof of publication, it shall endorse its approval thereon as required in IC 27-1-6-8 and present the same to the attorney general of the state of Indiana for examination. In the event the attorney general approves the articles of dissolution and proof of publication he shall certify his approval thereon as required in IC 27-1-6-9 and return the same to the department when the articles of dissolution and proof of publication have been approved by the attorney general and returned to the department.

*(Formerly: Acts 1935, c.162, s.135.) As amended by P.L.252-1985, SEC.50.*

#### **IC 27-1-10-6**

##### **Articles of dissolution; duties of secretary of state**

Sec. 6. Then the department shall present the same to the secretary of state for the state of Indiana. If the secretary of state finds that the articles of dissolution and proof of publication conform to law he shall indorse his approval upon each of the triplicate copies of the articles, and the proof of publication, and when all fees have been paid as required by law, he shall file one (1) copy of the articles of dissolution and the proof of publication in his office and issue a certificate of dissolution to the corporation, and shall return the certificate of dissolution to the corporation together with the two (2) remaining copies of the articles of dissolution, bearing the indorsement of his approval, to the corporation or its representatives.  
*(Formerly: Acts 1935, c.162, s.136.)*

#### **IC 27-1-10-7**

##### **Articles of dissolution; filing certified copies; surrender of certificate of authority; recording**

Sec. 7. (a) The corporation shall then file a certified copy of the articles of dissolution with the department, and present to the department its certificate of authority issued or renewed under IC 27-1-6-18 for cancellation. The department shall file the certified copy of the articles of dissolution and shall cancel the said certificate of authority and endorse the cancellation thereon, and return the cancelled certificate of authority to the corporation or its representatives.

(b) The corporation shall then file for record with the county recorder of the county in which the articles of incorporation were or should have been recorded, as provided in IC 27-1-6-13, one (1) of the triplicate originals of the articles of dissolution bearing the endorsement of the approval of the secretary of state as provided for in section 6 of this chapter.

*(Formerly: Acts 1935, c.162, s.137.) As amended by P.L.252-1985, SEC.51.*

#### **IC 27-1-10-8**

##### **Final dissolution; pending liabilities**

Sec. 8. (a) Upon the issuance of the certificate of dissolution and

the recording of the articles of dissolution, as provided in section 7 of this chapter, the corporation shall be dissolved and its existence shall cease.

(b) The dissolution of any corporation in accordance with the provisions of this article shall not take away or impair any remedy against such corporation, its directors, officers, or shareholders, for any liability incurred by the corporation previous to its dissolution if suit is brought and service of process is had, as provided by the laws of this state, within two (2) years after the date of such dissolution. *(Formerly: Acts 1935, c.162, s.138.) As amended by P.L.252-1985, SEC.52.*